

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Re:

Chapter 11

Creative Group., Inc., *et al.*, *

Case No. 08-10975-rdd
(Jointly Administered)

FEES AND EXPENSES APPLICATION
COVER SHEET

NAME OF APPLICANT:

Amper, Politziner & Mattia

NAME OF CLIENT:

Official Committee of Unsecured Creditors

PERIOD COVERED:

August 1, 2008 through November 30, 2008

SECOND INTERIM FEE APPLICATION:

SECTION I: FEE SUMMARY

	<u>TO DATE</u>	<u>CURRENT PERIOD</u>
1. Total fees and expenses requested:	\$ -	\$ 61,656.00
2. Total out-of-pocket expenses	\$ -	\$ 448.53
3. Total retainer (if applicable):	N/A	N/A
4. Total holdback (if applicable):	\$ -	\$ -
5. Total received by applicant:	\$ -	\$ 27,844.00
6. Total voluntary reductions:	\$ -	\$ -
7. Total fees and expenses due:	\$ -	\$ 34,260.53

* The Debtors are: (1) Creative Group, Inc.; (2) Animagic LLC; (3) Fangoria Entertainment, Inc.; (4) Nate the Great LLC; (5) Moe Green Entertainment LLC; (6) Starlog Entertainment, Inc.; (7) Starlog Group, Inc.; (8) Starlog Licensing of America, Inc.; and (9) Tangerine LLC.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Re:

Chapter 11

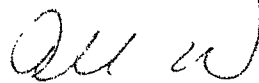
Creative Group., Inc., *et al.*,

Case No. 08-10975-rdd
(Jointly Administered)

SUMMARY COVER SHEET
FEES AND EXPENSES APPLICATION

- A. Your Applicant's retention order was signed on or about May 2, 2008 effective as of April 11, 2008.
- B. Your Applicant represents the Official Committee of Unsecured Creditors.
- C. The total amount of the compensation requested is \$19,997.00.
- D. This compensation is the second fee application of Amper, Politziner & Mattia.
- E. The total amount of expenses of which reimbursement is sought is \$160.00.
- F. The amount of previous compensation paid was \$27,555.47.
- G. The amount of previous expenses paid was \$288.53.
- H. The amount of retainer was not applicable.

AMPER, POLITZINER & MATTIA



Allen D. Wilen, CPA, CFA, CIRA, CFF
Partner

Creative Group, Inc.

TIME SUMMARY OF INDIVIDUALS
August 1, 2008 through November 30, 2008

Initial	Name, Title	Hours	Rate	Amount
ADW	Allen D. Wilen, Partner	2.7	\$425.00	\$ 1,147.50
JL	Jay Lindenberg, Director	18.8	400.00	7,520.00
MRA	Miguel Alonso, Senior Associate	48.3	180.00	8,694.00
RWF	Ryan W. Farley, Senior Associate	6.5	180.00	1,170.00
MC	Michael Cintron, Associate	5.5	150.00	825.00
SP	Stephanie Princeton, Paraprofessional	6.1	105.00	640.50
	Totals	87.9	\$227.50	\$ 19,997.00

EXHIBIT A-2

CREATIVE GROUP, INC.

**DAILY TIME DETAILS
BY INDIVIDUAL**

See attached details of all professionals time from August 1, 2008 through November 30, 2008

Creative Group, Inc.

EMPLOYEE TIME DETAIL

August 1, 2008 through November 30, 2008

Date	Initial	Explanation of Work Performed	Time	Rate	Amount
08/04/2008	RWF	Analyzing check disbursement journals in order to prepare preference analysis.	0.6	\$ 180.00	\$ 108.00
08/04/2008	RWF	Analysis of checks in 90 Day preference period.	0.5	180.00	90.00
08/06/2008	RWF	Discussing work to be performed with M. Cintron.	0.2	180.00	36.00
08/06/2008	JL	Initial review of analysis of status of open issues to complete.	0.4	400.00	160.00
08/07/2008	MC	Segregating key portions of Creative bank statements for creation of check clearing history for 90 days prior to filing. (12/22/07 - 3/21/08).	5.5	150.00	825.00
08/08/2008	MRA	Preparation of July monthly fee statement.	1.6	180.00	288.00
08/08/2008	ADW	Issues related to plan formulation.	0.3	425.00	127.50
08/11/2008	MRA	Preparation of July 2008 monthly fee statement.	0.6	180.00	108.00
08/12/2008	JL	Review and approve monthly fee statement for July.	0.2	400.00	80.00
09/02/2008	MRA	Prepare preference analysis.	4.4	180.00	792.00
09/02/2008	ADW	Discuss preferences with Alonso.	0.3	425.00	127.50
09/03/2008	ADW	E-mails with counsel re: issues.	0.2	425.00	85.00
09/02/2008	MRA	Discuss preferences analysis with A. Wilen.	0.3	180.00	54.00
09/04/2008	RWF	Preparation of 1st Interim fee application.	3.1	180.00	558.00
09/04/2008	RWF	Review of format for Southern District of NY fee application.	0.4	180.00	72.00
09/04/2008	RWF	Review of previously submitted monthly fee statements in order to prepare 1st interim fee application.	0.4	180.00	72.00
09/04/2008	JL	Review and revise fee application.	0.7	400.00	280.00
09/05/2008	ADW	Sign fee application.	0.1	425.00	42.50
09/08/2008	SP	Begin preparation of August monthly fee statement	0.5	105.00	52.50
09/09/2008	SP	Continue to prepare August monthly fee statement.	1.6	105.00	168.00
09/09/2008	MRA	Review and revise monthly fee statement.	0.4	180.00	72.00
09/11/2008	MRA	Review and revise August 2008 monthly fee statement.	0.6	180.00	108.00
09/11/2008	JL	Review, revise and approve monthly fee statement for August.	0.4	400.00	160.00
09/11/2008	SP	Revisions to August monthly fee statement.	0.7	105.00	73.50
09/16/2008	ADW	E-mail with counsel.	0.1	425.00	42.50
09/17/2008	ADW	Voicemail for counsel and follow up e-mail.	0.1	425.00	42.50
09/22/2008	ADW	Call with Blankley re: liquidation analysis.	0.3	425.00	127.50
09/22/2008	ADW	Review of e-mail from counsel.	0.2	425.00	85.00
10/06/2008	MRA	Liquidation analysis.	1.3	180.00	234.00
10/06/2008	ADW	E-mail with counsel.	0.1	425.00	42.50
10/07/2008	MRA	Liquidation analysis.	0.8	180.00	144.00
10/07/2008	MRA	Call with A. Blankley re: liquidation analysis.	0.2	180.00	36.00
10/07/2008	JL	Assist M. Alonso with preliminary liquidation analysis.	0.4	400.00	160.00
10/08/2008	MRA	E-mail from Blankley.	0.1	180.00	18.00
10/08/2008	MRA	Liquidation analysis.	2.1	180.00	378.00
10/08/2008	MRA	Voicemail from Blankley.	0.1	180.00	18.00
10/08/2008	ADW	Address tax questions.	0.2	425.00	85.00
10/09/2008	SP	Preparation of September monthly fee statement.	1.6	105.00	168.00
10/10/2008	MRA	Tax claims analysis and liquidation analysis.	4.4	180.00	792.00
10/10/2008	MRA	Review and revise September monthly fee statement.	0.6	180.00	108.00
10/10/2008	MRA	Call with A. Blankley re: tax issues.	0.3	180.00	54.00
10/10/2008	JL	Review proof of claim and assist M. Alonso with resolving various New York tax claims.	0.6	400.00	240.00
10/10/2008	JL	Review and revise September monthly fee statement.	0.3	400.00	120.00
10/10/2008	SP	Revise and complete September monthly fee statement.	0.3	105.00	31.50
10/10/2008	ADW	Address tax and preference issues with Alonso.	0.3	425.00	127.50
10/10/2008	MRA	Address tax and preference issues with A. Wilen.	0.3	180.00	54.00
10/13/2008	JL	Draft correspondence to Schuyler Carroll re: monthly fee statement.	0.2	400.00	80.00
10/13/2008	JL	Preparation of liquidation analysis.	0.4	400.00	160.00
10/13/2008	ADW	E-mail to counsel.	0.1	425.00	42.50
10/14/2008	MRA	E-mails to and from T. Tingle re: tax returns.	0.2	180.00	36.00
10/14/2008	MRA	Obtain tax information in order to prepare liquidation analysis.	1.4	180.00	252.00
10/14/2008	MRA	Call with T. Tingle regarding tax returns.	0.2	180.00	36.00
10/14/2008	JL	Supervision and review of M. Alonso with tax claims, request of Debtor returns and other case related issues.	1.2	400.00	480.00
10/15/2008	MRA	Tax claims analysis.	3.6	180.00	648.00
10/16/2008	MRA	Tax claims analysis.	4.6	180.00	828.00
10/16/2008	JL	Review liquidation analysis	0.4	400.00	160.00
10/16/2008	JL	Analyze proof of claims from taxing authorities.	1.3	400.00	520.00
10/16/2008	ADW	Discuss tax issues with J. Lindenberg. E-mail to counsel.	0.1	425.00	42.50
10/16/2008	JL	Discuss tax issues with A. Wilen.	0.1	400.00	40.00
10/17/2008	MRA	Tax claims analysis.	4.8	180.00	864.00

Date	Initial	Explanation of Work Performed	Time	Rate	Amount
10/17/2008	RWF	Analyze State of NY and City of NY proof of claims.	1.3	180.00	234.00
10/17/2008	JL	Additional New York taxing authority proof of claims analysis.	0.7	400.00	280.00
10/17/2008	JL	Telephone conversation with A. Blankley re: proof of claims from taxing authorities.	0.3	400.00	120.00
10/20/2008	MRA	Tax claims and liquidation analysis.	2.4	180.00	432.00
10/20/2008	JL	Review and revise liquidation analysis.	0.7	400.00	280.00
10/20/2008	JL	Extensive claims analysis including corporate and other New York City taxes.	2.3	400.00	920.00
10/20/2008	JL	Telephone conversation with A. Blankley re: tax claims and filing plan.	0.3	400.00	120.00
10/21/2008	MRA	Tax claims analysis.	3.6	180.00	648.00
10/22/2008	MRA	Revisions to liquidation analysis.	0.2	180.00	36.00
10/22/2008	JL	Additional analysis and review of New York State & City proof of claims and related documents provided by Debtor.	1.2	400.00	480.00
10/22/2008	JL	Revise liquidation analysis based on tax claims analysis.	0.3	400.00	120.00
10/23/2008	MRA	Liquidation analysis.	2.3	180.00	414.00
10/23/2008	JL	Telephone conversation with B. Brennan re: New York City proof of claim.	0.4	400.00	160.00
10/23/2008	JL	Telephone conversation with A. Blankley re: tax claims, liquidation analysis and filing of plan.	0.2	400.00	80.00
10/23/2008	ADW	Review of liquidation analysis.	0.3	425.00	127.50
10/24/2008	MRA	Tax claims analysis.	3.2	180.00	576.00
10/27/2008	JL	Telephone conversation with A. Blankley re: tax claims and obtaining necessary supporting documents from Debtor.	0.2	400.00	80.00
10/27/2008	JL	Review emails from A. Blankley re: various tax claims and supporting documents.	0.2	400.00	80.00
10/28/2008	JL	Provide additional information to reconcile tax filings with New York City taxing authorities.	0.3	400.00	120.00
10/30/2008	MRA	Tax claims analysis.	1.2	180.00	216.00
10/31/2008	MRA	Tax claims analysis.	1.6	180.00	288.00
11/07/2008	SP	Preparation of October monthly fee statement.	1.4	105.00	147.00
11/07/2008	MRA	Review of monthly fee statement.	0.9	180.00	162.00
11/14/2008	JL	Review and revise monthly fee statement for October.	0.4	400.00	160.00
11/14/2008	JL	Review New York City schedule re: informational documents requested in regards to 1.8 million dollar claim.	0.7	400.00	280.00
11/17/2008	JL	Several telephone conversations with Nahed Iskander re: New York City audit of Debtor, dormant company filings, substantiation of payment and additional supporting document.	0.9	400.00	360.00
11/17/2008	JL	Telephone conversation with A. Blankley re: conversation and status of audit with New York City taxing authorities.	0.3	400.00	120.00
11/18/2008	JL	Conference call with S. Carroll & A. Blankley re: tax proof of claims.	0.2	400.00	80.00
11/20/2008	JL	Telephone conversation with A. Blankley re: taxing authority proof of claims.	0.3	400.00	120.00
11/20/2008	JL	Review analysis of Federal, NY State & City taxing authority claims.	1.7	400.00	680.00
11/25/2008	JL	Review analysis of proof of claims with M. Alonso re: New York State and obtaining missing returns.	0.6	400.00	240.00
			87.9	227.50	\$ 19,997.00

Summary by Professional

Initial	Name, Title	Time	Rate	Amount
ADW	Allen D. Wilen, Partner	2.7	425.00	\$ 1,147.50
JL	Jay Lindenberg, Director	18.8	400.00	7,520.00
MRA	Miguel Alonso, Senior Associate	48.3	180.00	8,694.00
RWF	Ryan W. Farley, Senior Associate	6.5	180.00	1,170.00
MC	Michael Cintron, Staff Accountant	5.5	150.00	825.00
SP	Stephanie Prinston, Paraprofessional	6.1	105.00	640.50
Total		87.9	227.50	\$ 19,997.00

EXHIBIT B**CREATIVE GROUP, INC.****OUT-OF-POCKET EXPENSES INCURRED**

August 1, 2008 through November 30, 2008

DISBURSEMENTS:				AMOUNT
a)	Telephone			
b)	Messenger Service			
c)	Photocopying	450 pages @	\$ 0.20 per page.	90.00
d)	Travel	0 miles @	\$ 0.585 per mile.	-
e)	Postage			
f)	Overnight Mail			
g)	Facsimile Charges	70 pages @	\$ 1.00 per page.	70.00
h)	Other (Explain):			
Disbursements Total:				\$ 160.00

EXHIBIT C

CREATIVE GROUP, INC.

RETENTION ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re

Chapter 11

CREATIVE GROUP, INC., *et al.*¹,

Case No. 08-10975(RDD)

Debtors.

(Jointly Administered)

-----X

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF AMPER, POLITZINER & MATTIA, P.C. AS FINANCIAL
ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Creative Group, Inc., *et al.* (the "Debtors") for entry of an order authorizing the employment and retention of Amper, Politziner & Mattia, P.C. ("Amper") as financial advisors to the Committee, pursuant to Sections 327, 328 and 1103 of Title 11 of the United States Code §§ 101 *et seq.* (the "Bankruptcy Code"); and upon the Declaration of Allen D. Wilen (the "Wilen Declaration") in support of the Application; and it appearing that Amper represents no interest adverse to the Committee, the Debtors, the Debtors' estates or their creditors with respect to the matters for which Amper is to be retained, that Amper is a disinterested person as that term is defined in Section 101(14) of the Bankruptcy Code, and that its employment is necessary and in the best interests of the estate; and good and adequate notice of the Application having been given, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that pursuant to Section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), and subject to the following decretal paragraph, the Committee is hereby

¹ The Debtors are: (1) Creative Group, Inc. (TIN: 13-3718543); (2) Animagic LLC (TIN: 02-0763980); (3) Fangoria Entertainment, Inc. (TIN: 20-5706898); (4) Nate the Great LLC (TIN: 02-0763976); (5) Moe Greene

authorized to employ and retain Amper as its financial advisor on the terms and conditions set forth in the Application and the Wilen Declaration, including Amper's right to seek an order approving payment of success fee of \$250,000 in the event that Amper's marketing of the Debtor's assets results in a purchase price enhancement greater than \$1 million over the current \$16.5 million price in Asset Purchase Agreement (the "Success Fee"); and it is further

ORDERED, that compensation (including any Success Fee) and reimbursement of expenses shall be paid to Amper as an administrative expense of the estate in such amounts as shall be determined upon appropriate application to this Court pursuant to Sections 330 and 331 of the Bankruptcy Code, the Federal and Local Bankruptcy Rules and the United States Trustee Guidelines for fees and any Order establishing procedures for interim compensation and reimbursement of expenses by professionals entered by this Court.

Dated: New York, New York
May 2, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY COURT

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Re:

Chapter 11

Creative Group, Inc., *et al.*, *

Case No. 08-10975-rdd
(Jointly Administered)

STATE OF NEW YORK

COUNTY OF NEW YORK

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ss:

Amper, Politziner & Mattia hereby applies to the court for the final allowance of fees and expenses, and represents as follows:

1. On March, 21, 2008 Creative Group, Inc. filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.
2. Creative Group, Inc. is a corporation organized and existing under the laws of the state of New York. The executive office for Creative Group, Inc. is 1601 Broadway, 10th Floor, New York, NY 10019
3. By order of the court dated on or about May 2, 2008 the court approved the retention of Amper, Politziner & Mattia, as financial advisors to the Official Committee for Unsecured Creditors, effective as of April 11, 2008. A copy of Amper, Politziner & Mattia's retention order is attached as Exhibit C.
4. The engagement of Amper, Politziner & Mattia is under the direct supervision of Allen D. Wilen, CPA, CFA, CIRA, CFF a partner of the firm with familiarity in the bankruptcy and insolvency area of accounting and auditing.
5. Amper, Politziner & Mattia maintains records of time it expended in the rendition of all professional services. The firm's time records were made concurrently with the rendition of all professional services, and all such records are available for inspection. Exhibit A-1, hereto, sets forth a schedule showing name, position, hours worked from August 1, 2008 through November 30, 2008, hourly billing rate, and dollar amount of services rendered for all professionals having devoted time to this case. Exhibit A-2, hereto, is a breakdown of all professionals' daily time detail by individual and a breakdown of all professionals' daily time detail by project category.

6. The following is a description of the firm's services provided to the Trustee along with the aggregate time expenditure by category.

	<u>HOURS</u>	<u>FEE</u>
<u>TELEPHONE CALLS</u>		
Numerous telephone conversations with parties to case.	4.30	\$ 1,554.00
<u>CORRESPONDENCE DRAFT/REVIEW</u>		
Draft and review Correspondence.	1.30	469.00
<u>PLANNING AND ADMINISTRATION</u>		
Staff meetings and progress of services.	1.80	640.00
<u>REVIEW OF FILE</u>		
Review of numerous files and documents.	5.30	1,394.00
<u>ANALYZE AND DOCUMENT PROOF OF CLAIM</u>		
Analyze proof of claims and address tax issues.	11.20	4,194.00
<u>INVESTIGATE AND DOCUMENTS PREFERENCES</u>		
Liquidation analysis and address preference issues.	52.60	10,151.50
<u>FEE APPLICATION</u>		
Preparation of the August, September, and October 2008 monthly fee statements.	11.40	1,594.50
GRAND TOTAL	<u>87.90</u>	<u>\$ 19,997.00</u>

7. The total time, hours and dollars expended by partners and other professional staff of Amper, Politziner & Mattia for the period August 1, 2008 through November 30, 2008 in performing the work described above in paragraph 6 is as follows:

	<u>Hours</u>	<u>Average Rate</u>	<u>Amount</u>
Partners	2.70	\$ 425.00	\$ 1,147.50
Directors	18.80	400.00	7,520.00
Senior Associates	54.80	180.00	9,864.00
Staff Accountants	5.50	150.00	825.00
Paraprofessionals	6.10	105.00	640.50
Total	<u>87.90</u>	<u>\$ 227.50</u>	<u>\$19,997.00</u>

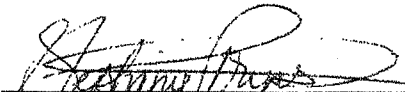
The total blended hourly rate for professional services are \$ 227.50.

8. Applicant makes this final fee application for allowances of fees in the total amount of \$19,997.00 of compensation, which it deems to be fair and reasonable, and submits that all professional services for which fees are sought were necessary in performing its fiduciary obligations in connection with these matters.
9. Reimbursement of expenses: The applicant is entitled to reimbursement of actual and necessary expenses in the rendition of professional services in this case and requests that it be reimbursed for out-of-pocket expenses aggregating \$160.00 listed in Exhibit B.
10. Wherefore, Applicant respectfully requests this court to grant compensation in the amount of \$19,997.00 and for reimbursement of out-of-pocket expenses in the amount of \$160.00.



Allen D. Wilen, CPA, CFA, CIRA, CFF
Partner

Sworn to and subscribed to before
me this 30 day of December 2008


NOTARY PUBLIC

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Re:

Chapter 7

Creative Group., Inc., *et al.*, *

Case No. 08-10975-rdd
(Jointly Administered)

STATE OF NEW YORK

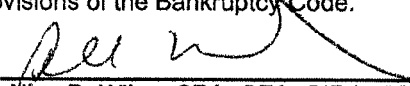
COUNTY OF NEW YORK

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ss:

Allen D. Wilen, CPA, CFA, CIRA, CFF being duly sworn, deposes and says that:

1. Deponent is a certified public accountant and a partner of the Applicant name in the foregoing Application for the Final Allowances of Fees, for services rendered by Amper, Politziner & Mattia, as Accountants Unsecured Creditors' Committee.
2. No arrangements prohibited by 18 U.S.C. > Sec 155 have been made by me or to any member of the said accounting firm of Amper, Politziner & Mattia.
3. Applicant is a disinterested person and represents or holds no interest adverse to the Debtor.
4. No agreements or understandings in any form or guise have been made to exists between Applicant and any other person for a division or sharing of compensation allowed or to be allowed , or paid, for services rendered in connection with this proceeding and no agreement has been made which is contrary to the provisions of the Bankruptcy Code.


Allen D. Wilen, CPA, CFA, CIRA, CFF
Partner

Sworn to and subscribed to before
me on this 30 day of December 2008


NOTARY PUBLIC

STEPHANIE PRINSTON
Commission # 2372893
Notary Public, State of New Jersey
My Commission Expires
April 24, 2013

VERIFICATION

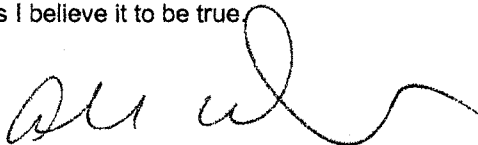
STATE OF NEW YORK

COUNTY OF NEW YORK

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ss:

Allen D. Wilen, CPA, CFA, CIRA, CFF being duly sworn, deposes and says that I am a partner of the firm of Amper, Politziner & Mattia, Applicant herein; I am acquainted with the facts upon which this application is based; I have read the foregoing application and know the contents thereof: the same is true to the knowledge of the deponent, except as to matters therein stated to be alleged on information and belief, and to those matters I believe it to be true.



Allen D. Wilen, CPA, CFA, CIRA, CFF
Partner

Sworn to and subscribed to before
me on this 30 day of December 2008


NOTARY PUBLIC

CERTIFICATION

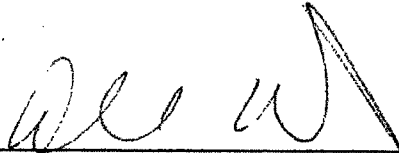
STATE OF NEW YORK
COUNTY OF NEW YORK

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ss:


Allen D. Wilen, CPA, CFA, CIRA, CFF

1. I am a partner of the Firm Amper, Politziner & Mattia, Applicant herein.
2. I have read the application.
3. To the best of my knowledge, information and belief after reasonable inquiry, the application complies with the Mandatory Guideline issued June 20, 1991 by the Honorable Burton Lifland, Chief Bankruptcy Judge.
4. All interested parties have received and are reviewing or have reviewed the application.
5. In providing a reimbursable service, Applicant does not make profit on that service.
6. In charging for a particular service, Applicant does not include the amortization of the cost of any investment equipment of capital outlay.
7. In seeking reimbursement for third-party services, Applicant requests reimbursement only for the amount billed to the applicant by the third party.



Allen D. Wilen, CPA, CFA, CIRA, CFF
Partner

Sworn to and subscribed to before
me on this 30 day of December 2008


NOTARY PUBLIC